

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>LIMETREE BAY SERVICES, LLC, <i>et al.</i>,</p> <p style="padding-left: 40px;">Debtors.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 21-32351 (DRJ)</p> <p>(Joint Administration Requested)</p>
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**VERIFIED STATEMENT OF THE AD HOC TERM LENDER GROUP PURSUANT TO
BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”), certain unaffiliated beneficial holders, and/or investment advisors or managers of beneficial holders (the “Ad Hoc Term Lender Group”) of certain indebtedness of Limetree Bay Refining, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), namely of the Debtors’ Prepetition Term Credit Agreement² and Prepetition Holdco Credit Agreement as set forth on **Exhibit A** attached hereto, by and through their undersigned counsel, hereby submit this verified statement (the “Verified Statement”) and respectfully state as follows:

1. The Ad Hoc Term Lender Group has engaged Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) to represent it in connection with the restructuring of the Debtors.
2. As of the date of this Verified Statement, Akin Gump represents the Ad Hoc Term Lender Group in connection with the Debtors’ chapter 11 cases. Akin Gump does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Akin Gump

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

² All capitalized terms used but not defined herein have the meaning ascribed in **Exhibit A** attached hereto.

does not represent the Ad Hoc Term Lender Group as a “committee” (as such term is employed in the Bankruptcy Code and the Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or entity other than the Ad Hoc Term Lender Group. In addition, the Ad Hoc Term Lender Group does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

3. Akin Gump has been advised by members of the Ad Hoc Term Lender Group that individual members of the Ad Hoc Term Lender Group either hold claims against or disclosable economic interests in the Debtors’ estates, or that individual members of the Ad Hoc Term Lender Group, or one or more of their respective affiliate managed funds and/or accounts, hold claims against or disclosable economic interests in, the Debtors’ estates. In accordance with Bankruptcy Rule 2019, a list of the names, addresses, and “the nature and amount of all disclosable economic interests” in relation to the Debtors reported to Akin Gump to be held as of July 12, 2021, by each member of the Ad Hoc Term Lender Group is attached hereto as **Exhibit A**.

4. Nothing contained in this Verified Statement (or the exhibits hereto) should be construed as a limitation upon, or waiver of, the rights of any member of the Ad Hoc Term Lender Group to assert, file, and/or amend any claim in accordance with applicable law and any orders entered in these chapter 11 cases.

5. Additional holders of claims against the Debtors’ estates may become members of the Ad Hoc Term Lender Group, and certain members of the Ad Hoc Term Lender Group may cease to be members in the future. Akin Gump reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: July 13, 2021

Respectfully Submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage, Jr.

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Counsel to the Ad Hoc Term Lender Group

CERTIFICATE OF SERVICE

I hereby certify that, on July 13, 2021, a true and correct copy of the foregoing document was served via email through the Bankruptcy Court's Electronic Case Filing System on the parties that have consented to such service.

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.

Exhibit A

Name ¹	Address	Nature and Amount of Disclosable Economic Interest ²
Platinum Compass B 2018 RSC Limited	Platinum Compass B 2018 RSC Limited Level 26, Al Khatem Tower Abu Dhabi Global Market Square Al Maryah Island Abu Dhabi PO BOX 25642 United Arab Emirates	\$203,967,717 of Prepetition Term Loans ³ \$99,834,590 of Prepetition Holdco Term Loans ⁴
Westbourne Credit Management Limited	Westbourne Credit Management Limited Level 12, 101 Collins Street, Melbourne VIC 3000 Australia	\$529,672,312 of Prepetition Term Loans \$259,185,487 of Prepetition Holdco Term Loans

¹ The members of the Ad Hoc Term Lender Group are listed here (i) as entities that hold disclosable economic interests directly or (ii) on behalf of certain of their affiliates or affiliated investment funds or investment funds, accounts, vehicles or other entities that hold disclosable economic interests that are managed, advised or sub-advised by the members of the Ad Hoc Term Lender Group. The amounts included herein do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premium, make-wholes or other amounts that may be owing under the respective governing documents of the economic interests listed herein. Certain amounts set forth herein may reflect unsettled trades. Moreover, these amounts do not include interests held by certain entities, funds, and/or accounts managed, advised or controlled by, the entities listed herein or their respective affiliates that are not part of the Ad Hoc Term Lender Group.

² This Verified Statement reflects the nature and amount of disclosable economic interests in the Debtors held by members of Ad Hoc Term Lender Group as disclosed to Akin Gump.

³ “Prepetition Term Loans” means the term loans provided pursuant to that certain Amended and Restated Credit Agreement, dated as of December 24, 2020 (as amended, supplemented, restated or otherwise modified from time to time, the “Prepetition Term Credit Agreement”), among Limetree Bay Refining, LLC, as borrower, Limetree Bay Refining Holdings II, LLC, as holdings, Limetree Bay Refining Operating, LLC and Limetree Bay Refining Marketing, LLC, as guarantors, the lenders from time to time party thereto, and Goldman Sachs Bank USA, as administrative agent.

⁴ “Prepetition Holdco Term Loans” means the term loans provided pursuant to that certain Credit Agreement, dated as of December 24, 2020 (as amended, supplemented, restated or otherwise modified from time to time, the “Prepetition Holdco Credit Agreement”) among Limetree Bay Refining Holdings II, LLC, as borrower, Limetree Bay Refining Holdings, LLC, as parent, the lenders from time to time party thereto, and Wilmington Trust, National Association, as administrative agent.